



DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate Identification Number (CIN) – L65910MH1984PLC032639

Corporate Office : TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai – 400098,

Tel. : (022) 6600 6999, Fax: (022) 6600 6998

Registered Office : Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.

Toll Free No. 1800 22 3435, Customer Care No. : (0124) 4092750, Visit us at : www.dhfl.com, email – response@dhfl.com

NOTICE TO THE MEMBERS DECLARATION OF RESULTS OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company was sought by way of Special Resolutions through Postal Ballot as set out in the Notice dated 16th January, 2015.

The Postal Ballot Notice containing the Special Resolutions together with the statement annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Form, either through physical submission by the Members of the Company in postage pre paid self addressed envelope or through e-voting was Saturday, 21st February 2015. Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer has submitted her Report and basis the report of the Scrutinizer on the Postal Ballot Papers as well as e-voting communications, received from the Members, I hereby declare, that the Special Resolutions as set out in the Postal Ballot Notice dated 16th January, 2015, have been duly passed by the Members of the Company with requisite majority.





The details of the voting results of the Special Resolutions passed through Postal Ballot process (including e- voting) are reproduced hereunder :

1.	Date of Declaration of Postal Ballot Results	Monday, 23rd February, 2015		
2.	Total Number of Shareholders as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot will be sent and also for reckoning voting rights. (i.e. Cut-Off date for Benpos-Beneficiary Position)	36,739 (as on Friday, 16 th January, 2015)		
3.	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable		
4.	No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable		
5.	Details of the Agenda:	Resolution required: (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/e-voting)	Result
1.	Special Resolution pursuant to Section 41, 42, 62(1)(c), 71 of the Companies Act, 2013 and the Rules made thereunder and other applicable Rules & Regulations as stipulated by Statutory / Regulatory authority(ies), for issue of Securities, including equity shares or equity linked securities, including through a Qualified Institutions Placement under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations"), and/or issuance of Equity Shares through convertible bonds, depository receipts and/or any other instrument convertible into equity shares, and/or other securities with or without warrants, to eligible investors, for an aggregate amount not exceeding Rs. 1,000 crore or equivalent thereof.	Special	Postal Ballot / e-voting	Passed with requisite majority
2.	Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 for approval of Dewan Housing Finance Corporation Limited Employee Stock	Special	Postal Ballot / e-voting	Passed with requisite majority



	Appreciation Rights Plan 2015 and grant of Stock Appreciation Rights (SARs) to the employees of the Company exercisable into not more than 51,46,023 fully paid up equity share of Rs. 10/- each of the Company.			
3	Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, approval of Trust route (as may be decided by the Board/Committee of the Board of Directors) for the implementation of Dewan Housing Finance Corporation Limited Employee Stock Appreciation Rights Plan 2015.	Special	Postal Ballot / e-voting	Passed with requisite majority





Resolution No. 1 :

Special Resolution pursuant to Section 41, 42, 62(1)(c), 71 of the Companies Act, 2013 and the Rules made thereunder and other applicable Rules & Regulations as stipulated by Statutory /Regulatory authority(ies), for issue of Securities, including equity shares or equity linked securities, including through a Qualified Institutions Placement under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations"), and/or issuance of Equity Shares through convertible bonds, depository receipts and/or any other instrument convertible into equity shares, and/or other securities with or without warrants, to eligible investors, for an aggregate amount not exceeding Rs. 1,000 crore or equivalent thereof.

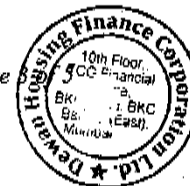
Type of Resolution Required: Special Resolution

Mode of Voting : Postal Ballot Papers & E-Voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)] *100	% of Votes against on votes polled (7) =[(5)/(2)] *100
Promoter and Promoter Group	50909822	50909822	100.00	50909822	0	100	0.00
Public - Institutional holders	25425691	*10592308	41.66	8730555	1861753	82.42	17.58
Public- Others	52315081	*16794758	32.10	16791623	3135	99.98	0.02
Total	128650594	78296888	60.86	76432000	1864888	97.62	2.38

*Excludes Invalid votes

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Resolution No. 2 :

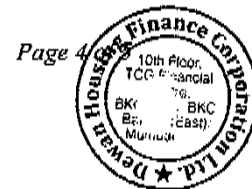
Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 for approval of Dewan Housing Finance Corporation Limited Employee Stock Appreciation Rights Plan 2015 and grant of Stock Appreciation Rights (SARs) to the employees of the Company exercisable into not more than 51,46,023 fully paid up equity share of Rs. 10/- each of the Company.

Type of Resolution Required: Special Resolution

Mode of Voting : Postal Ballot Papers & E-Voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3) =[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)] *100	% of Votes against on votes polled (7) =[(5)/(2)] *100
Promoter and Promoter Group	50909822	50909822	100.00	50909822	0	100.00	0.00
Public - Institution al holders	25425691	*10592308	41.66	3823481	6768827	36.10	63.90
Public- Others	52315081	*16790773	32.10	16780426	10347	99.94	0.06
Total	128650594	78292903	60.86	71513729	6779174	91.34	8.66

*Excludes Invalid votes



**Resolution No. 3 :**

Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, approval of Trust route (as may be decided by the Board/Committee of the Board of Directors) for the implementation of Dewan Housing Finance Corporation Limited Employee Stock Appreciation Rights Plan 2015.

Type of Resolution Required : Special Resolution

Mode of Voting : Postal Ballot Papers & E-Voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3) =[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)] *100	% of Votes against on votes polled (7) =[(5)/(2)] *100
Promoter and Promoter Group	50909822	50909822	100.00	50909822	0	100.00	0.00
Public - Institutiona l holders	25425691	*10592308	41.66	4232772	6359536	39.96	60.04
Public- Others	52315081	*16790074	32.09	16779846	10228	99.94	0.06
Total	128650594	78292204	60.86	71922440	6369764	91.86	8.14

*Excludes Invalid votes

The report of the Scrutinizer is enclosed herewith.

Thanking You,

Yours sincerely,
for Dewan Housing Finance Corporation Limited

sd/ 
Kapil Wadhawa
Chairman & Managing Director

Date : 23/02/2015

Place : Warden House, 2nd Floor,

Sir P.M. Road, Fort, Mumbai - 400001

Encl : as above



Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashni@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

Date: 23rd February, 2015.

To,
The Chairman,
DEWAN HOUSING FINANCE CORPORATION LIMITED
Warden House, 2nd Floor,
Sir P.M. Road, Fort,
Mumbai- 400001

Sub: Result of Postal Ballot conducted in respect of Special Resolutions to be passed through Postal Ballot covered under the Notice dated 16.01.2015.

Dear Sir,

The Board of Directors of the Company at its Meeting held on 16.01.2015 has appointed me as the Scrutinizer for conducting the POSTAL BALLOT VOTING PROCESS under the provisions of Section 110 of the Companies Act, 2013 ["The Act"] read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for passing the Special Resolutions viz. (A) u/s 41, 42, 62(1)(c), 71 of the Companies Act, 2013, read with the Rules made there under, for issue of Securities, (B) u/s 62(1)(b) of the Companies Act, 2013 and under SEBI (Share Based Employees Benefits) Regulations, 2014 for approval to Dewan Housing Finance Corporation Limited Employee Stock Appreciation Rights Plan 2015 and grant of Stock Appreciation Rights (SARs) to the employees of the Company and (C) u/s 62(1)(b) of the Companies Act, 2013 and under SEBI (Share Based Employees Benefits) Regulations, 2014; approval to Trust route for the implementation of Dewan Housing Finance Corporation Limited Employee Stock Appreciation Rights Plan, 2015.

1. I submit my Report as under: -

- 1.1. The Company has completed the dispatch of Postal Ballot Papers, through Courier along with postage prepaid business reply envelope to its Members on 22.01.2015. The Company has also completed on 22.01.2015 the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-voting.
- 1.2. Particulars of all the Postal Ballot Papers as well as E-voting communications received from the Members have been entered in a Register, separately maintained for the purpose.
- 1.3. The Postal Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot Papers.
- 1.4. In accordance with the Companies (Management and Administration) Rules, 2014, all Postal Ballot Papers as well as E-voting communications received up to the close of working hours i.e. 6.00 p.m. on 21.02.2015, (the last date and time fixed by the Company for receipt of the Postal Ballot Papers & e-voting) were considered for my scrutiny.
- 1.5. The Postal Ballot Papers as well as E-voting communications were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries.
- 1.6. I did not find any defaced or mutilated Ballot Paper.



Contd.2.

Jayshree S. Joshi
B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2282 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

2. Voting Pattern of Special Resolutions passed through Postal Ballot under Section 110 of the Companies Act, 2013 are as under:

RESOLUTION NO. 1:

Special Resolution pursuant to Section 41, 42, 62(1)(c), 71 of the Companies Act, 2013 and the Rules made thereunder and, other applicable Rules & Regulations as stipulated by Statutory/Regulatory authority(ies), for issue of Securities, including equity shares or equity linked securities, including through a Qualified Institutions Placement under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations"), and/or issuance of Equity Shares through convertible bonds, depository receipts and/or any other instrument convertible into equity shares, and/or other securities with or without warrants to eligible investors for an amount to

